

RECORDATION NO 27252-N FILED

MAY 09 '08

4:59 PM

SURFACE TRANSPORTATION BOARD



May 7, 2008

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated July 1, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27252.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway
935 de la Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada

A description of the railroad equipment covered by the enclosed document is seventy five (75) bi-level auto racks on TTX flatcars; with CN car marks and TTGX rack marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures

(CN130)

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ASSGN. NO. CN130

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE – RIDER NO. 16

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of July 1, 2006 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement dated as of January 1, 2004 (the "Agreement") and Rider No. 16 thereto dated as of July 1, 2006 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Agreement and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: RICHARD E. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING
Signature: Richard E. Seymour

LESSEE:

CANADIAN NATIONAL RAILWAY COMPANY

Name: John A.N. Lamont
Title: Sr. Manager, Asset Finance
Signature: John A.N. Lamont

EXHIBIT A TO MEMORANDUM OF LEASE

NUMBER OF CARS: Seventy five (75)

DESCRIPTION OF CARS: Bi-level auto racks on TTX flatcars, fully enclosed with end doors

<u>Car Number</u>	<u>Rack Number</u>	<u>Car Number</u>	<u>Rack Number</u>
CN 157945	TTGX 157945	CN 940391	TTGX 940391
CN 158199	TTGX 158199	CN 940644	TTGX 940644
CN 158619	TTGX 158619	CN 941084	TTGX 941084
CN 158667	TTGX 158667	CN 941722	TTGX 941722
CN 158677	TTGX 158677	CN 942079	TTGX 942079
CN 159091	TTGX 159091	CN 942188	TTGX 942188
CN 159155	TTGX 159155	CN 962073	TTGX 962073
CN 159163	TTGX 159163	CN 962240	TTGX 962240
CN 159216	TTGX 159216	CN 963256	TTGX 963256
CN 159246	TTGX 159246	CN 964267	TTGX 964267
CN 159258	TTGX 159258	CN 964297	TTGX 964297
CN 159265	TTGX 159265	CN 965219	TTGX 965219
CN 159315	TTGX 159315	CN 966167	TTGX 966167
CN 159410	TTGX 159410	CN 966172	TTGX 966172
CN 159473	TTGX 159473	CN 966174	TTGX 966174
CN 159494	TTGX 159494	CN 966176	TTGX 966176
CN 159535	TTGX 159535	CN 966179	TTGX 966179
CN 159658	TTGX 159658	CN 966180	TTGX 966180
CN 159732	TTGX 159732	CN 966181	TTGX 966181
CN 160295	TTGX 160295	CN 966182	TTGX 966182
CN 253937	TTGX 253937	CN 966183	TTGX 966183
CN 254004	TTGX 254004	CN 966191	TTGX 966191
CN 254017	TTGX 254017	CN 966192	TTGX 966192
CN 254021	TTGX 254021	CN 966193	TTGX 966193
CN 254437	TTGX 254437	CN 977009	TTGX 977009
CN 254451	TTGX 254451	CN 977026	TTGX 977026
CN 254488	TTGX 254488	CN 977100	TTGX 977100
CN 254680	TTGX 254680	CN 977102	TTGX 977102
CN 254713	TTGX 254713	CN 977119	TTGX 977119
CN 254834	TTGX 254834	CN 977144	TTGX 977144
CN 255337	TTGX 255337	CN 977164	TTGX 977164
CN 255592	TTGX 255592	CN 977172	TTGX 977172
CN 255611	TTGX 255611	CN 977207	TTGX 977207
CN 255665	TTGX 255665	CN 977227	TTGX 977227
CN 255793	TTGX 255793	CN 977259	TTGX 977259
CN 255819	TTGX 255819	CN 977276	TTGX 977276
CN 255946	TTGX 255946	Count:	75
CN 256074	TTGX 256074		
CN 940042	TTGX 940042		